

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

KIRK DAHL, et al.,)
Individually and on Behalf of All Others)
Similarly Situated,)
)
Plaintiffs,)
)
v.) No. 1:07-cv-12388-EFH
)
)
BAIN CAPITAL PARTNERS, LLC, et al.,)
)
Defendants.)

**DEFENDANTS' JOINT MOTION FOR LEAVE TO FILE SUR-REPLY
MEMORANDUM CONCERNING THE NEW YORK TIMES' MOTION TO UNSEAL
THE FIFTH AMENDED COMPLAINT AND ITS ASSOCIATED EXHIBITS**

Pursuant to Local Rule 7.1(B)(3), Defendants respectfully request that the Court grant Defendants leave to file a sur-reply concerning the New York Times’ (the “Times”) motion to intervene and unseal the Fifth Amended Complaint and associated exhibits. (*See* New York Times Proposed Reply in Support of Motion to Intervene [Dkt. 707-1].) The Court granted leave for both the Times and Plaintiffs to file reply briefs, and defendants believe it would be helpful to the Court to address the arguments raised in those pleadings. Moreover, Defendants have filed a redacted complaint under separate cover. The sur-reply for which Defendants request leave to file provides context for those redactions and responds to arguments that the Times and Plaintiffs made for the first time in their reply briefs.

For the foregoing reasons, Defendants respectfully request that their motion for leave to file the sur-reply attached as Exhibit A be granted.

L.R. 7.1 CERTIFICATION

Defendants' counsel certifies under L.R. 7.1 that they met and conferred with the Times' and plaintiffs' counsel on September 10, 2012. Despite each side's good faith efforts, the parties to this motion were unable to narrow or agree upon the issues presented in this briefing.

Dated: Boston, Massachusetts
September 10, 2012

Respectfully Submitted

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CERTIFICATE OF SERVICE

I, Kevin M. McGinty, hereby certify that on September 10, 2012, a true and correct copy of the foregoing document was served upon the attorney of record for each party by transmission through the Court's electronic case filing system.

/s/ Kevin M. McGinty
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